



**JITF INFRALOGISTICS LIMITED**

Jindal ITF Centre, 28, Shivaji Marg, New Delhi-110015; Tel. No.: 011 66463983/84; Fax No.: 011 66463982

Dated: 13.01.2023

To,

**BSE Limited**  
Corporate Relation Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Scrip Code: 540311

Through: BSE Listing Centre

**National Stock Exchange of India Ltd.,**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai – 400 051

Scrip Code: JITFINFRA

Through: NEAPS

**Sub: Minutes of the Resolutions passed by the members of the Company through Postal Ballot (Remote-E-Voting).**

Dear Sirs,

With respect to the subject, we are enclosing herewith the copy of the minutes passed by way of postal ballot by remote e-voting process on 15<sup>th</sup> December 2022.

The results of Postal Ballot were announced vide our letter dated 17<sup>th</sup> December 2022.

This is for your reference and records please.

Thanking You,

Yours Faithfully  
**FOR JITF INFRALOGISTICS LIMITED**

.....  
**ALOK KUMAR**  
**COMPANY SECRETARY**  
**ACS No. 19819**  
**Encl: As Above**



**MINUTES OF RESOLUTION AS SET OUT IN THE NOTICE DATED 11<sup>TH</sup> NOVEMBER 2022 PASSED BY THE MEMBERS OF THE COMPANY BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING, RESULTS OF WHICH WERE DECLARED ON 17<sup>TH</sup> DECEMBER 2022.**

1) Mr. Alok Kumar, Company Secretary & Compliance officer of the Company duly authorized by the Board for the purpose of declaring the Postal Ballot Result stated that pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended, the Company had issued postal ballot notice dated Nov 11, 2022 to the Shareholders, seeking consent with respect to following:

1	Approval for Material Related Party Transaction(s) Between Jindal Rail Infrastructure Limited and Jindal Steel & Power Limited	As Ordinary Resolution
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2) Mr. Alok Kumar placed on record the following actions of the Board conducted in compliance with the provisions of the Act:

- a) The Board of Directors in their meeting held on November, 11, 2022 had appointed Mr. Awanish Kumar Dwivedi of M/s. Dwivedi & Associates, Company Secretary, New Delhi, as the Scrutinizer for conducting the Postal Ballot by way of remote e-voting process.
- b) The Company had provided Members with an option of voting electronically (e-voting) and had entered into an Agreement with National Securities Depository Limited (NSDL), for providing remote e-voting platform.
- c) On November 14, 2022, the Company had dispatched postal ballot notice by way of electronic means through **NSDL** for e-voting who have registered their e-mail ID's with Depository Participant(s) or with the Company.
- d) The voting period commenced on November 16, 2022 at 9.00 a.m. IST and ended on December 15, 2022 at 5.00 p.m. IST
- e) The cut-off date, for the purpose of determining the number of members was Nov 04, 2022 and the total number of members as on cut-off date was 30983.

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- 3) Mr. Awanish Kumar Dwivedi, Scrutinizer had carried out scrutiny of all the e-votes casted upto 5:00 P.M. (IST) on Thursday, December 15, 2022. being the last day of e-voting module for postal ballot voting and prepared a consolidated Scrutinizer's Report on the basis of data/reports received by him.
- 4) The Scrutinizer had submitted his Report on December 17, 2022
- 5) The detail of voting of the Ordinary Resolution as ITEM No. 1 set out in the notice dated Nov 11, 2022 are as under:

Approval for Material Related Party Transaction(s) Between Jindal Rail Infrastructure Limited and Jindal Steel & Power Limited	
Particulars	Number
Number of valid votes received	171013
Votes in favour of the Resolution	145638
Votes against the resolution	25375

- 6) Mr. Alok Kumar proceeded with the declaration of postal ballot result based on the Scrutinizer's Report.

**ORDINARY RESOLUTION**  
**Item No.1**

**1. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN JINDAL RAIL INFRASTRUCTURE LIMITED AND JINDAL STEEL & POWER LIMITED**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) for the time being in force (including any statutory modification(s) or re-enactment thereof) read with the Company’s Policy on Materiality of Related Party Transactions as also dealing with Related Party Transactions, consent of the Members be and is hereby accorded to Jindal Rail Infrastructure Limited (“JRIL”), a subsidiary of the Company and Jindal Steel and Power Limited (“JSPL”), a related party of JRIL within the meaning of Section 2(76) of the Companies

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Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, to enter into various transactions including the transactions for the purchase of Pipes & Steel on such terms and conditions as may be agreed between the JRIL and JSPL from time to time for an aggregate value upto Rs 300 Crore (Rupees Three Hundred Crore only) to be entered during Financial Year 2022-23, provided that such contract(s)/arrangement(s)/transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company."

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deemed necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to Whole-time Director or Chief Financial Officer or Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

7) Thereafter, Mr. Alok Kumar announced that the aforesaid Resolutions as set out in postal ballot notice dated Nov 11, 2022 was duly approved by the Shareholders with an overwhelming majority of 85.16%, for Item No.1.

8) Mr. Alok Kumar also stated that the following actions has been completed within the prescribed time limits:

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- a) Intimation of the result of the Postal Ballot to the Stock Exchanges.
- b) Uploading the result of Postal Ballot on the website of the Company and on the website of NSDL.

### **VOTE OF THANKS: -**

Since there was no other business to be transacted, the proceedings concluded with a vote of thanks to the Chair.

Dated : 13<sup>th</sup> January 2022

Sd/-  
Chairman of the Meeting

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For JITF InfraLogistics Limited  
